

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**SUPPLEMENTAL AFFIDAVIT OF PHILIP LOGAN ULLOM IN SUPPORT OF
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF TOWERS WATSON DELAWARE INC.**

I, Philip Logan Ullom, being duly sworn, hereby deposes and says:

1. I am a Managing Consultant of the firm Towers Watson Delaware Inc. (“Towers Watson”), with offices located at 28411 Northwestern Highway, One Northwestern Plaza, Suite 500, Southfield, MI 48034. I am authorized to execute this supplemental affidavit (the “Supplemental Affidavit”) on behalf of Towers Watson. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth within.

2. This Supplemental Affidavit is being submitted in connection with the proposed retention of Towers Watson as Human Resources Consultant (“HR Consultant”) to the Debtors to perform services as set forth in the *Debtors’ Application for an Order Authorizing Employment and Retention of Towers Watson Delaware Inc. as Human Resources Consultant to the Debtors Nunc Pro Tunc to June 25, 2012* (the “Application”).¹

¹ Capitalized terms not otherwise defined herein shall be given the meanings ascribed to them in the Application.

DISINTERESTEDNESS AND ELIGIBILITY

3. In my original affidavit (the “Affidavit”), I disclosed that Towers Watson has an existing advisory relationship with Ally Financial Inc. (“AFI”). Towers Watson has worked with both AFI’s and the Debtors’ management teams and employees, and as such, has become well acquainted with the Debtors’ business operations and benefits programs.

4. Towers Watson has provided or may provide in the future the following services to AFI:

- (a) *Retirement*: combining expertise in retirement and investment consulting to support in designing, managing, administering and communicating all types of retirement plans;
- (b) *Health and Group Benefits*: providing advice on the strategy, design, financing, delivery, ongoing management and communication of health and group benefit programs;
- (c) *Technology and Administration Solutions*: delivering timely and accurate benefits administration outsourcing services; and
- (d) *Communications*: assisting employers in communicating changes to the employees.

5. Towers Watson believes that its prior work with AFI does not constitute a conflict because Towers Watson approaches the particular needs of each client when delivering consulting services.

6. If any new material relevant facts or relationships are discovered or arise, Towers Watson will promptly file a Bankruptcy Rule 2014(a) supplemental declaration.

PROFESSIONAL COMPENSATION

7. My Affidavit provided that Towers Watson’s billing system is unable to record the time of its professionals in tenth of an hour increments, and in the Application, Towers Watson respectively requested a waiver from having to maintain time descriptions in

increments of tenths of an hour. Since the submission of my earlier Affidavit, I have learned that the Towers Watson's financial systems have recently been updated and currently are able to record time in tenth of an hour increments. As a result, Towers Watson's employees will bill their time in tenth of an hour increments as of July 19, 2012. However, Towers Watson employees have already billed their time in quarter hour increments since they were retained on June 25, 2012, and as such, will request a waiver from the Court for the period of June 25, 2012 to July 18, 2012 only.

8. For clarification purposes, prior to any increases in Towers Watson's rates, Towers Watson shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the United States Trustee and any official committee.

Executed on this 19th day of July 2012.

/s/ Philip Logan Ullom

SUBSCRIBED AND SWORN TO BEFORE ME this 19 day of July.

/s/ Alicia Smith
Notary Public

My Commission Expires:

01/04/2013